

## Solicitation of consents by SODEXO – Extension of the Early Instruction Deadline

Issy-les-Moulineaux, July 14, 2023

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Neither this announcement nor the Consent Solicitation Memorandum constitutes an invitation to participate in the Consent Solicitation in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws or regulations. The distribution of this announcement or of the Consent Solicitation Memorandum in certain jurisdictions may be restricted by law or regulations. Persons into whose possession this announcement or the Consent Solicitation Memorandum comes are required by the Issuer (as defined below), Citigroup Global Markets Limited, HSBC Continental Europe and J.P. Morgan SE (the “**Solicitation Agents**”), D.F. King (the “**Information and Tabulation Agent**”) and Citibank, N.A. and BNP Paribas (the “**Fiscal Agents**”) to inform themselves about, and to observe, any such restrictions.

### Notice regarding extension of the Early Instruction Deadline in respect of the solicitation of consents by SODEXO (incorporated as a *société anonyme* in France) (the “**Issuer**”) in relation to the following bonds:

Description of Bonds	ISIN / Common Code	Outstanding principal amount of Bonds	Early Voting Fee (as a % of the principal amount)
EUR 500,000,000 0.500 per cent. Bonds due 17 January 2024 (the “ <b>2024 Bonds</b> ”)	ISIN: XS2203995910 Common Code: 220399591	EUR 500,000,000	0.25%
EUR 700,000,000 0.750 per cent. Bonds due 27 April 2025 (the “ <b>April 2025 Bonds</b> ”)	ISIN: XS2163320679 Common Code: 216332067	EUR 700,000,000	
EUR 300,000,000 1.125 per cent. Bonds due 22 May 2025 (the “ <b>May 2025 Bonds</b> ”)	ISIN: XS1823513343 Common Code: 182351334	EUR 300,000,000	
EUR 500,000,000 2.500 per cent. Bonds due 24 June 2026 (the “ <b>2026 Bonds</b> ”)	ISIN: XS1080163964 Common Code: 108016396	EUR 500,000,000	
EUR 800,000,000 0.750 per cent. Bonds due 14 April 2027 (the “ <b>2027 Bonds</b> ”)	ISIN: XS1505132602 Common Code: 150513260	EUR 800,000,000	
GBP 250,000,000 1.750 per cent. Bonds due 26 June 2028 (the “ <b>June 2028 Bonds</b> ”)	ISIN: XS2017471983 Common Code: 201747198	GBP 250,000,000	
EUR 500,000,000 1.000 per cent. Bonds due 17 July 2028 (the “ <b>July 2028 Bonds</b> ”)	ISIN: XS2203996132 Common Code: 220399613	EUR 500,000,000	
EUR 800,000,000 1.000 per cent. Bonds due 27 April 2029 (the “ <b>2029 Bonds</b> ” and together with the bonds listed in this table, the “ <b>Bonds</b> ”)	ISIN: XS2163333656 Common Code: 216333365	EUR 800,000,000	

On July 3, 2023, the Issuer announced its invitation to Bondholders of each Series of Bonds (such invitation, the “**Consent Solicitation**”) to consider and, if thought fit, approve certain approvals and waivers by way of an extraordinary resolution of the Bondholders of each Series of Bonds (each, the “**Extraordinary Resolution**”), at the relevant Meeting, in accordance with the Conditions and the Fiscal Agency Agreement for each Series of Bonds, all as further described in the Consent Solicitation Memorandum dated July 3, 2023 (the “**Consent Solicitation Memorandum**”). Capitalized terms used in this notice and not otherwise defined shall have the meanings given to them in the Consent Solicitation Memorandum.

Pursuant to the Consent Solicitation Memorandum, the Issuer reserves the right to extend or amend the Early Instruction Deadline in respect of the Consent Solicitation at its sole and absolute discretion.

In order to provide Bondholders with further time to submit valid Electronic Voting Instructions that would be eligible to receive the Early Voting Fee, notice is hereby given by the Issuer that with immediate effect, the Early Instruction Deadline shall be extended from 5.00 pm (Paris time) on July 13, 2023 to 5.00 pm (Paris time) on July 20, 2023 (being the same time and date as the Instruction Deadline). Accordingly, all references to the Early Instruction Deadline in the Consent Solicitation Memorandum shall be deemed to refer to 5.00 pm (Paris time) on July 20, 2023.

Each Bondholder from whom a valid Electronic Voting Instruction (in favor of the relevant Extraordinary Resolution) is received by the Information and Tabulation Agent by 5.00 pm (Paris time) on July 20, 2023 will be eligible to receive the Early Voting Fee, subject to the terms and conditions set forth in the Consent Solicitation Memorandum.

Those Bondholders who already validly submitted their Electronic Voting Instructions do not need to take any further action.

All other terms and conditions of the Consent Solicitation remain unchanged and are as set out in the Consent Solicitation Memorandum.

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## Further Details of the Consent Solicitation

The Consent Solicitation Memorandum, each Fiscal Agency Agreement and each Notice of Meeting are available for viewing on the Consent Website. Additionally, Bondholders may, at any time during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays in the relevant jurisdiction excepted) prior to the Meetings, inspect copies of such documents at the office of the Issuer set out below. Any questions regarding the terms of the Proposal or the Consent Solicitation may be directed to the Issuer, the Solicitation Agents or the Information and Tabulation Agent at the addresses and telephone numbers specified below:

## The Issuer

### SODEXO

255, quai de la Bataille-de-Stalingrad,  
92130 Issy-les-Moulineaux, France

***Bondholders who have questions regarding the Proposal may contact:***

### The Solicitation Agents

**Citigroup Global Markets  
Limited**  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom  
Attention: Liability Management  
Group  
Telephone:  
+44 20 7986 8969  
Email:  
liabilitymanagement.europe  
@citi.com

**HSBC Continental Europe**  
38, avenue Kléber  
75116 Paris  
France  
Attention: Liability Management,  
DCM  
Telephone:  
+44 (0) 20 7992 6237  
Email: LM\_EMEA@hsbc.com

**J.P. Morgan SE**  
Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany  
Attention: EMEA Liability  
Management Group  
Telephone:  
+44 20 7134 2468  
Email:  
liability\_management\_EMEA  
@jpmorgan.com

***Requests for documents or information in relation to the procedures for  
submitting Voting Instructions should be directed to:***

### D.F. King

*In New York:*

48 Wall Street, 22nd Floor  
New York, New York  
10005  
United States

*In London:*

65 Gresham Street  
London EC2V 7NQ  
United Kingdom

*In Hong Kong:*

Suite 1601, 16/F, Central  
Tower  
28 Queen's Road Central  
Hong Kong

Tel. +44 20 7920 9700

Banks and Brokers call:  
+1212 269 5550

Tel: +852 3953 7208

All others call toll free  
(U.S. only): (800) 549-  
6697

Email: [sodexo@dfkingltd.com](mailto:sodexo@dfkingltd.com)

Consent Website: <https://www.dfkingltd.com/sodexo/>

## DISCLAIMER

*By participating in the Consent Solicitation and attending, and/or submitting Voting Instructions or approving a proxy in relation to the Meeting, the Bondholders will be deemed to have made and given the representations, warranties and undertakings set out in the Consent Solicitation Memorandum.*

*In particular, the Proposal is not being made to Bondholders who are persons resident or located in any jurisdiction in which the making of the Proposal would not be in compliance with the securities laws of such jurisdictions.*

*Neither the Consent Solicitation Memorandum nor this announcement constitutes an invitation to participate in the Consent Solicitation in any jurisdiction in which, or to any person to whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws or regulations. The distribution of the Consent Solicitation Memorandum and this announcement in certain jurisdictions may be restricted by laws or regulations.*

*Persons into whose possession the Consent Solicitation Memorandum and this announcement comes are required by each of the Issuer, the Solicitation Agents, the Fiscal Agents, and the Information and Tabulation Agent to inform themselves about, and to observe, any such restrictions. None of the Issuer, the Solicitation Agents, the Fiscal Agents or the Information and Tabulation Agent will incur any liability for its own failure or the failure of any other person or persons to comply with the provisions of any such restrictions.*

*Neither the Consent Solicitation Memorandum nor this announcement is an offer of securities for sale in the United States or to any U.S. person. Securities may not be offered or sold in the United States absent registration or an exemption from registration. The Bonds have not been, and will not be, registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons, unless an exemption from the registration requirements of the Securities Act is available.*

*For the purpose of the Consent Solicitation Memorandum and this announcement, “United States” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia. Terms used in this paragraph have the meaning given to them by the Securities Act.*

*In addition, the communication of the Consent Solicitation Memorandum, this announcement and any other documents or materials relating to the Proposal is not being made, and such documents and/or materials have not been approved, by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000 (“FSMA”). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. Such documents and/or materials are only directed at and may only be communicated to (1) any person within Article 43(2) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, which includes a creditor or member of the Issuer, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated in circumstances where section 21(1) of the FSMA does not apply.*

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## About Sodexo

Founded in Marseille in 1966 by Pierre Bellon, Sodexo is the global leader in sustainable food and valued experiences at every moment in life: learn, work, heal and play. Operating in 53 countries, our 422,000 employees serve 100 million consumers each day. The Sodexo Group stands out for its independence and its founding family shareholding, its responsible business model and its portfolio of activities including Food Services, Facilities Management Services and Employee Benefit Solutions. This diversified offer meets all the challenges of everyday life with a dual goal: to improve the quality of life of our employees and those we serve, and contribute to the economic, social and environmental progress in the communities where we operate. For Sodexo, growth and social commitment go hand in hand. Our purpose is to create a better everyday for everyone to build a better life for all.

Sodexo is included in the CAC Next 20, CAC 40 ESG, CAC SBT 1.5, FTSE 4 Good and DJSI indices.

## Key figures

- 21.1 billion euros in Fiscal 2022 consolidated revenues
- 422,000 employees as at August 31, 2022
- #2 France-based private employer worldwide
- 53 countries
- 100 million consumers served daily
- 14.9 billion euros in market capitalization (as at June 30, 2023)

## Contacts

### Analysts and Investors

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